EX-99.3 5 dex993.htm LETTER FROM RICHARD H. WALKER

Exhibit 99.3

Deutsche Bank

Richard H. Walker
General Counsel

Deutsche Bank AG
Legal Department
60 Wall Street, MS NYC60-3601
New York, NY 10005

Tel 212-250-8200
Fax 212-797-4569

richard.h.walker@db.com

January 29, 2008

Mr. Gary C. Dunton
Chief Executive Officer and President
MBIA Inc.
113 King Street
Armonk, NY 10504

Dear Gary:

I have concluded that I should resign from MBIA's Board. I do so with great regret and only after very careful consideration of the interests of both MBIA and Deutsche Bank.

When I joined MBIA's Board in 2006, existing business relationships between MBIA and Deutsche Bank provided no basis to believe that I would be unable to give both institutions my full attention and undivided loyalty. Given the events of the past week, however, I am now in a position where I can no longer be confident that continuing to act on behalf of both institutions will not lead to the possibility of an appearance that I may have reason to favor one over the other on a matter of great importance to both. In these circumstances, my ability to continue to act on behalf of either institution may be constrained. Given the importance of restoring credibility in the marketplace, I would not want my role to become a distraction to ongoing efforts to achieve this goal.

I am proud to have been associated with MBIA, and I would have liked to continue serving on MBIA's Board. I leave the Board with great affection for all my fellow directors and with appreciation for their wisdom and dedication. I would also be remiss if I did not applaud the exceptional MBIA staff. I am confident that this top-flight staff, with the Board's support, will guide MBIA to future successes.

Sincerely,

Richard H. Walker

cc: Members of the Board of Directors

"Kohlenberg, Kerstin" <Kerstin.Kohlenberg@zeit.de>
To: DEEPAK
AW: Links to Articles

May 13, 2009 2:03 PM

Hi Deepak,

oh yes, I read them and after that went to your scribt-page and read everything that is there.

What you discovered at Deutsche Bank in regards to almost 100percent loans and the connection to bonuses is exactly what apparently happened at Hypo Real Estate (only that they offered 160 percent commercial real estate loans which in German is actually against the law. I am researching that story right now) so I am a little familiar with the topic. I just did a story about Merkel and her advisers and how badly their bank-overview functions. (http://www.zeit.de/2009/15/DOS-Kanzleramt)

I believe what you discovered in a heartbeat. I think your demands for better risk management and a different incentive structure need more audience - and connected with that very case that you are presenting, it would make a big, big story. I write 8000 word features (kind of like a New York times Magazine Story) and I would very much write about you and the case you are making. There are a lot of people out there that demand change, but there is you who can show how rotten the system still is, and how the managers say one thing to the media and something else to people like you.

The fact that your letter was ccd to Angela Merkel makes it even more interesting, because I could confront her with it, and ask about her real interests in changing the system (like she said on the G20 summit)

So any clue when you will be back in New York?

Kerstin

-----Ursprüngliche Nachricht-----
Von: DEEPAK MOORJAN
Gesendet: Mi 13.05.2009 18:50
An: Kohlenberg, Kerstin
Betreff: Links to Articles

Hi Kerstin,

Have you read these articles? If so, I'd welcome your thoughts.

A.

B.

Deepak

On May 14, 2009, at 12:57 AM, Kohlenberg wrote:

> Deepak,
>
> That's really unfortunate. When so you come back to the States?
>
> Kerstin
>
> Am 13.05.2009 17:51 Uhr schrieb "DEEPAK MOORJANI" unter
>
>> Hi Kerstin,
>>
>> Unfortunately, I am stuck in Asia. Hearings are discontinuous, and I'm
>> not sure when the next hearing will be. The April hearing was public,
>> but most are closed hearings (including this Friday's hearing).
>>
>> I'll recommend that we "meet" via videoconference. It's the next-best
>> alternative and better than a phone call. Maybe even this weekend.
>>
>> Thanks,
>> Deepak
>>
>> On May 14, 2009, at 12:10 AM, Kohlenberg wrote:
>>
>>> Hi Deepak,
>>>
>>> Thanks again. Just two quick questions in order to plan my trip next

乙第四三号証の一

(2)

Deepak Moorjani
02/08/2007 03:09 PM

To: Michael Cohrs/DMGIB/DMG UK/DeuBa@DBEMEA
cc:
Subject: Via Jun

Hi Michael,

Yes, I was. Bonus day turned into a bigger distraction than imagined. Apologies for the delay.

I've convinced the sponsor of a large JREIT to go private in an MBO transaction. It's fairly large transaction ($1.7-1.8 billion), and if necessary, I would like to get your advice if we hit any major hiccups. Currently, we do not have any major issues, but I wanted to introduce myself well in advance in the event that I need some advice.

Thank you.

Deepak Moorjani
Deutsche Securities Inc.

Sanno Park Tower | 2-11-1 Nagata-cho | Chiyoda-ku, Tokyo 100-6171
+813.5156.7403 t | +813.5156.6884 f | deepak.moorjani@db.com

Michael Cohrs/DMGIB/DMG UK/DeuBa@DBEMEA

(1)

Michael Cohrs/DMGIB/DMG UK/DeuBa@DBEMEA
02/05/2007 10:54 PM

To Deepak Moorjani/db/dbcom@DBAPAC
cc
Subject

I think you were trying to reach me--how can I help?

satyagraha
November 11, 2008

PERSONAL AND CONFIDENTIAL

Mr. Michael Cohrs
Mr. David Hatt
Deutsche Bank Group
Sanno Park Tower, 2-11-1 Nagatacho
Chiyoda-ku, Tokyo 100-6171

Dear Messrs. Cohrs and Hatt,

In an April 14, 2008 letter addressed to David Hatt, I wrote, "In my estimation, we will announce at least $10-15 billion in write-downs related to our credit exposure in a twelve month period. For Deutsche Bank, the status quo is no longer acceptable, as these large losses have increased and will increase scrutiny into our performance. Shareholders should call for greater accountability, especially relating to Deutsche Bank management. In recent media reports, I have begun to read criticism from shareholders and the general public, and some interpret inadequate corporate governance structures and lax internal controls as contributory to our large write-downs."

To date, we have announced approximately €7.3 billion in write-downs, 37% of the total net income earned in the 5-year period of 2003-2007 and 99% of the total net income earned in the 3-year period of 2003-2005. This letter represents my continuing attempt to improve the inadequate governance structures and lax internal controls within Deutsche Bank with a specific focus on management's failure to perform. As recently reported, "Deutsche Bank AG announced $3.6 billion of fresh writedowns on Thursday, taking its bill from the financial crisis beyond $11 billion and putting it among the top ten global casualties of the turmoil . . . His remarks on Thursday contrast with his bullish statements of the past. As late as November, Ackermann signaled he saw no further writedowns and stood by his 2008 pretax profit goal of 8.4 billion euros, a target that has since been quietly dropped."

As a Deutsche Bank employee, I believe the media has missed the real story. The media reports on a "subprime crisis" or a "credit crisis" as if our recent write-downs and losses are caused by external events. Our poor results are a "management debacle," a natural outcome of management's actions and failures to act. Management took too much risk, failed to manage this risk, and broke too many laws and regulations. Within Deutsche Bank, there is a strong economic disconnect between management and shareholders, and in my opinion, the culture of Other People's Money ("OPM") is highly contributory to our losses. As Warren Buffett stated, "The banks exposed themselves too much, they took on too much risk . . . It's their fault. There's no need to blame anyone else."

As an employee and shareholder, we need to consider the following questions (i) Do we have the right management team in place? (ii) Do we have a system of checks and balances to align interests between managers and shareholders? and (iii) How do we improve the inadequate governance structures and lax internal controls?

THE CORE ISSUE: MANAGEMENT'S FAILURE TO PERFORM

Management's desire to suppress internal dissent is likely an attempt to conceal management's failure to perform. Despite a stated pay-for-performance culture, a recent Financial Times article explained "It was also revealed that Deutsche paid €97.1m in 2007 to six members of its global executive committee, compared with €99.7m in 2006. The committee members include Deutsche's top investment bankers such as Anshu Jain, head of global markets, and Michael Cohrs, head of global banking."

Our actions relating to executive compensation seem to contrast with our public disclosures which state, “Effective corporate governance in accordance with high international standards is a part of our identity. We ensure the responsible, value-driven management and control of Deutsche Bank through our system of corporate governance, which has four key elements: good relations with shareholders, effective cooperation between the Management Board and the Supervisory Board, a system of performance-related compensation for managers and employees, as well as transparent and early reporting.”

The Japan office, internally termed the worst performing office globally, offers a case study. According to reports released on February 13, 2007, Mr. Hatt officially joined Deutsche Bank as "Regional CEO and Chief Country Officer for Deutsche Bank Group in Japan, responsible for coordinating the Group's business activities.” Mr. Hatt reportedly joined Deutsche Bank with a 2-year guaranteed contract which pays approximately €5,000,000 in compensation per year, and Mr. Hatt replaced John T. Macfarlane who resigned as President and CEO in December 2006. Mr. Hatt also assumed P&L responsibility for Global Banking until "the appointment of David Shrenzel as Head of Global Banking, Japan, effective from February 1, 2008. Mr. Shrenzel assumes the post from David Hatt, President & CEO of DSI, who has held the post on an interim basis."

Notwithstanding a history of weak performance, Global Banking management made aggressive projections for fiscal 2007 with its commitment to increase revenues by 82%. Management committed to deliver revenues of €130,000,000 with nearly €50,000,000 in NIBBT for this historically unprofitable business. To achieve these goals, management sought to utilize more than €2 billion of capital and to increase personnel to more than 150 employees. These aggressive projections were made despite historically weak performance in the Global Banking operation. In 2006, Global Banking delivered €50,410,000 in revenues with €2,462,000 of NIBBT. In 2005, Global Banking delivered €49,607,000 in revenues with €6,445,000 of NIBBT. Despite increasing personnel from 92 in 2005 to 120 in 2006, fiscal 2006 revenues grew by less than 2%, and NIBBT decreased by more than 60%. (Note: NIBBT = Net Income Before Bonuses and Taxes).

The largest component of Global Banking’s revenue in 2007 was projected to come from the Commercial Real Estate (CRE) lending business, and management promised to deliver €50,000,000 in CRE revenues in 2007, an increase of 55% from the €32,263,000 of revenues delivered in 2006. Additionally, the Commercial Real Estate lending business was projected to deliver nearly €35,000,000 in NIBBT and to grow personnel from 27 employees in 2006 to 46 employees in 2007.

Management sought to deliver its projections for the Commercial Real Estate lending business by aggressive utilization of the Deutsche Bank balance sheet; in January 2007, the Commercial Real Estate lending business utilized €1,578,600,000 of Deutsche Bank assets, approximately 95% of the total corporate finance portion of Global Banking balance sheet. Despite its “unnecessary and excessive” risk-taking, management was significantly behind its projections despite a very favorable environment. By mid-2007, Global Banking had delivered approximately €30,000,000 in revenues (less than 25% of its projections) and approximately €1,000,000 in NIBBT (~2% of its projections). Even though its compensation was guaranteed, management was unwilling to admit its performance failures; instead, management chose to squash internal dissent.

(Note: Management indicates a total Global Banking balance sheet of €2,536,500,000; however, the individual components are €1,660,900,000 allocated to corporate finance and €619,900,000 allocated to Global Transaction Banking, a more stable and profitable business. The component numbers indicate a total Global Banking balance sheet of €2,280,800,000. Management may have left the residual unallocated).

RETALIATION: MANAGEMENT'S ABUSE OF POWER

Internally, management's aggressive use of the Deutsche Bank balance sheet was surprising, and I distributed a summary economic analysis of our commercial real estate lending activities. With limited information, I concluded, "We would generate more profits in the carry trade." This January 2007 email was distributed to several of my colleagues, and my conclusion was simple: our real estate lending activities in Japan did not make economic sense. Our uneconomic activity was not limited to a small pool of capital; at the time, we had nearly €1.6 billion in exposure. Given the illiquidity of these positions as well as the tight spreads, I did not believe that the risk inherent in this lending activity would make sense to a prudent investor.

As background, I have an investment management background with more than ten years of private equity experience in the US. In this role, I have been responsible for overseeing governance issues for a number of portfolio companies, with a particular focus on aligning incentives between management teams and investors. I joined Deutsche Bank to build an investment business in 2006, and over time, I grew increasingly concerned by our inadequate corporate governance structures and lax internal controls, with special concern on management's failure to perform.

I constructively raised explicit concerns in an internal April 12, 2007 letter to Michael Cohrs which also stated, "I have witnessed violations of Japanese securities laws. These violations are numerous and willful, and these violations may have triggered criminal liability." In part, this conclusion was based on a presentation by our legal department entitled, "Financial Instruments & Exchange Law ("FIEL"), March 16, 2007 Version." In this document, we were advised that criminal penalties were possible based on violations including false statements in internal control reports and market price manipulation.

You and your designees responded with an explicit retaliatory campaign of threats, intimidation and reprisals based on allegations of non-performance; however, there is no record of non-performance allegations prior to my letter to Michael Cohrs. Retaliation would be illegal under Japanese law and may be viewed as an abuse of power. Any retaliation may also demonstrate a knowing attempt to conceal violations of law.

While some of this commentary may have offended powerful interests, it is in our best interest to address these issues proactively. As Edward R. Murrow offered, "We must not confuse dissent with disloyalty," and loyalty to management should not be inconsistent with our fiduciary duty to our shareholders. My letter to Michael Cohrs was intended to be personal and confidential based on prior correspondence and numerous mutual friends and former colleagues (John Sheldon, Steve Bannon, Scot Vorse, Matt Czajkowski and Jun Makihara). Unfortunately. management responded with an explicit retaliatory campaign based on allegations of non-performance; however, there is no record of non-performance allegations prior to my letter to Michael Cohrs. Retaliation is likely illegal under Japanese law and may be viewed as an abuse of power. Any retaliation may also demonstrate a knowing and intentional attempt to conceal legal or regulatory violations.

SUMMARY

I deliver this 就労請求 as my right and obligation under Japanese law.

(Note: "In Japan, you cannot actually be dismissed unless you agree that you are dismissed. If you are unfairly dismissed and want to legally challenge the dismissal, you must submit to your employer a refusal of the dismissal and demand to know why you are being dismissed in writing by the next day (e.g., send a fax or email the day you are illegally dismissed). Thereafter, continue to report to work asking for your job back. This is called shuro seikyu (reporting to work) and is a seriously respected aspect of Japanese culture."). In this case, management's desire to suppress internal dissent is most likely an attempt to conceal management's failure to perform.

I have not resigned despite your attempts to force my resignation, and I remain ready and available to return to Deutsche Bank. As previously disclosed, I am an openly-declared union member who began a collective bargaining process in order to (i) affirm my status as an employee and (ii) discuss management's failure to

perform and (iii) remedy the inadequate governance structures and lax internal controls at Deutsche Bank. Unfortunately, neither David Hatt nor Michael Cohrs participated in the collective bargaining process. With the assistance of outside counsel, we filed a statement of claim in Tokyo District Court (Case #4109) in February 2008. Neither Michael Cohrs nor David Hatt appeared at the first hearing on March 21, 2008, the second hearing on May 20, 2008, the third hearing on July 1, 2008, the fourth hearing on September 12, 2008 nor the fifth hearing on October 15, 2008.

As a firm, we need to raise the level of our dialogue. Rather than retaliation, we should encourage people to report corporate malfeasance and corporate misconduct. This is an essential part of risk management. My hope is that we can begin an honest dialogue to address management's failure to perform. Sometimes, big problems can result from seemingly small problems, and it is in our best interests to address these issues proactively. Within our firm, we have a moral responsibility to each other, and we have a fiduciary responsibility to our investors. We have made explicit promises to our investors and to the general public; these are not merely stated ideals but explicit promises which have been filed with various regulatory bodies around the world.

Given the increasing focus on executive compensation, management should take responsibility for its failure to perform. Michael Cohrs and David Hatt should demonstrate leadership by returning their fiscal 2007 and fiscal 2008 compensation to Deutsche Bank shareholders. With authority comes responsibility and a concomitant "special duty" to perform. Andrew Cuomo says it well: "I believe that rebuilding trust in our capital markets requires executive compensation packages that are rational, fair and based on bona fide performance measures that are disclosed to the public. We must ensure that executive pay package structures no longer create improper incentives for executives to overleverage their companies and manipulate the books for their own short-term financial benefit."

It may no longer be appropriate to say, "Strategically, our path is clear: we stay the course!" and we cannot simply blame accounting rules for our troubles. To quote one observer, "To repeat one more time: fair value reporting is nothing new; firms have always had to report assets at what they're worth. Statement 157 did not extend fair value reporting to any new areas of balance sheets; it just gave investors more information about the integrity of fair values reported. And right now, integrity is pretty far out of fashion when it comes to the banking industry and Congress."

Please also note that we have significant risk remaining on our balance sheets which needs to be addressed. "Deutsche saw its so-called Level 3 assets - those most difficult to value, where unobservable pricing inputs exist - remain flat at 6 percent of total assets, 88 billion euros ($137.1 billion)." S&P recently stated, "The outlook on Deutsche Bank remains negative . . . the bank's leveraged finance loans and loan commitments (including bonds and nonsponsor loans) remain the largest in the entire industry, with a carrying value (balance sheet value) of €30.2 billion as of March 31, 2008. There have been some encouraging signs in the leveraged loan market since April, but Deutsche Bank's progress in reducing exposures remains slow relative to peers."

Please address the issues raised in this letter and in the attached "Accountability and Transparency" discussion. Please provide your written response to Yasushi Higashizawa of Kasumigaseki Sogo Law Offices at your earliest convenience. *Please join me in this conversation. Together, we can make a difference.*

Sincerely,

Deepak Moorjani
東京都千代田区永田町２丁目１１番１号

cc: Gerd Herzberg, ver.di; Hermann-Josef Lamberti, Deutsche Bank AG

就労請求

ACCOUNTABILITY AND TRANSPARENCY

We should create a long-term, positive sum game for all stakeholders. In order to improve our system of accountability and transparency, Deutsche Bank management is asked to respond to the following comments.

ALIGNMENT OF INTERESTS

Shareholders typically seek to reduce the "agency costs" incurred from divergent management-shareholder objectives and information asymmetry. In other words, shareholders seek to minimize the conflicts of interest incurred by having a management team run its business. Two ways to minimize these conflicts of interests are (i) management ownership of shares and (ii) a system of variable compensation which pays managers some portion of shareholder earnings. In our case, members of the Supervisory Board own less than 0.03% (128,073) of Deutsche Bank AG shares. While we reported €6.5 billion of net income after minority interest in fiscal 2007, we have also announced more than €7 billion of write-downs in the past twelve months. Still, we "paid €97.1m in 2007 to six members of its global executive committee, compared with €99.7m in 2006. The committee members include Deutsche's top investment bankers such as Anshu Jain, head of global markets, and Michael Cohrs, head of global banking."

We need to reconsider our system of guaranteed compensation for management. In our public documents, we might argue that these contracts are the exception rather than the rule; however, the size of management's compensation contracts needs to be considered. As an example, Global Banking was a money-losing operation in 2005, 2006 and 2007 by any traditional measure of performance and is on track to repeat this performance in 2008 (net income, residual income, etc). David Hatt, Frank Forelle, and Doug Smith have large multi-year guaranteed contracts, and each continues to manage unprofitable businesses which consume more than €2 billion of capital. Despite these failures to perform, these three managers are likely paid more than 25% of the entire Global Banking operation in Deutsche Bank's Japan office.

Given management's failure to perform, is it necessary to guarantee management's compensation? How is this consistent with our public disclosures which claim "a system of performance-related compensation for managers and employees?" Not only do these guaranteed contracts demonstrate a system of asymmetric compensation, but this excessive compensation distorts incentives and destroys morale for the 78,291 Deutsche Bank employees.

Here are some suggestions to address the issues of structure and compensation

•(i) Eliminate guaranteed employment contracts for management

•(ii) Reconsider NIBBT (Net income before bonuses and taxes) as a measure of performance. Capital has a cost, and bonuses must be paid. ROE might be a better measure and is consistent with shareholder interests

•(iii) Propose that the owners of the company (shareholders) have the final approval on management's compensation, via a "say-on-pay" proposal at the annual general meeting

•(iv) Reconsider the independence of the Supervisory Board

•(v) Encourage management to invest more of its wealth in the business in order to eliminate the principal-agent problem. This should be done by management purchases of shares, not extra grants of options or shares. This would help to minimize the culture of OPM (Other People's Money) within the firm

•(vi) Study and analyze a management buyout of the investment banking business. This is a more aggressive version of (iii) and would have the added benefit of insulating shareholders from the highly-variable earnings of the investment banking division

RISK MANAGEMENT AND CAPITAL ALLOCATION

A financial institution can generate profits through the careful use of its capital base. With our recent write-downs and balance sheet weakness, we need to reconsider our approach to risk management and capital allocation. Some thoughts and questions include:

•Our lending activities might be considered aggressive. For instance, Deutsche Bank was approached in late 2006 to finance a large transaction. The CRE lending business responded with a proposal to lend JPY 220 billion (approximately $2.2 billion), nearly 94% of the asset's loan-to-value (LTV). The real estate was being acquired at a going-in cap rate of 2.74%. Given the aggressive pricing, how much of this loan could we have securitized and how much of this loan would necessarily remain on the Deutsche Bank balance sheet? Did management view this as an aggressive proposal? On what economic basis was this considered desirable business?

•Why did management want to grow an unprofitable business? In January 2007, I concluded, "After basic costs, we earn 1.4% ROC (Return on Capital) . . . We would generate more profits in the carry trade." Despite limited information, my conclusion was correct: our real estate lending activities in Japan did not make economic sense. With more information, we understand that this business is actually unprofitable. In 2006, management delivered €32.2 million in revenues with €2.46 million of NIBBT. If we consider a modest cost of capital for the €1.6 billion of capital utilized as well as the guaranteed bonuses, this business lost more than €30 million in 2006. Based on these results, why did management seek to increase this business? With a January 2007 balance sheet of €1.6 billion, the average CRE employee used €58 million of Deutsche Bank assets in order to generate €1.2 million in unprofitable revenue in 2006. How does this constitute a rational use of our balance sheet?

•In 2006, there was already concern about the CRE lending exposure internally ("clean up balance sheet, improve return on risk weighted assets as CRE-Japan is 10% of global RWA, yet just 4% of overall revenues"). One way to "clean up" the balance sheet was to securitize the assets, and one prediction was to "target 4-6 in 2007 . . . JPY 100+ b in securitized issuance is expected." How many securitized transactions were conducted in 2007, and how much was securitized? Why was more than half of our loan volume actually held-to-maturity? Why was securitization volume so low? In order to win originations, do we systematically underwrite loans on terms and conditions that prevent securitization? If Deutsche Bank gives bonus credit for Net Interest Margin (NIM), might managers have an incentive to hold balance sheet loans to maturity rather than to securitize this risk? Our public statements might indicate that this is an "originate and distribute" business, but the evidence indicates that it is an "originate and hold" business. Is it more accurate to characterize CRE as a balance sheet lending business rather than as a securitization business?

•How involved was Credit Risk Management (CRM) in the commercial real estate loan origination process? If only personnel from London and New York were involved, would this limit CRM's ability to understand the transactions begin conducted? How extensive was the portfolio management? Prior to production of the report entitled "CRE Japan, Balance Sheet March 2007," how many people in commercial real estate knew our lending positions? How often was this type of portfolio report produced? If this was the first portfolio report generated in more than one year, where there other ways for people to track and manage our lending positions?

•The Global Transaction Business delivered €26.6 million in net revenues and €13.5 million in NIBBT. Using these measures, this is a stronger and more stable business which only used €619.9 million of Deutsche Bank balance sheet. Why did management decide to underinvest resources in this business?

乙第五二号証の一

(2)
Daiki Kajino/db/dbcom
2007/05/09 19:19

To Tomohiko Kimura/Tokyo/DBJapan/DeuBa@DBAPAC
cc
bcc
Subject Fw: Staff - Privileged & Confidential

Kimura-san

As we discussed in this morning, I explained the current situation to Murakami-san in HR.
After that, I arranged conference call with Sunil Madan and it is already fixed on tomorrow at 17:00 (Tokyo Time).
Murakami-san and I will have a conference call with him and ask him about our concerns.
If you need to join it, please let me know.

As to investigation of Frank's e-mail for Pipeline issue, I will start it as soon as I obtain Mitch's approval.

Regards,

☆☆☆☆☆☆☆☆☆☆☆☆☆☆☆
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☆☆☆☆☆☆☆☆☆☆☆☆☆☆☆

------ Forwarded by Daiki Kajino/db/dbcom on 2007/05/09 19:13 -----

(1)
Mark Grolman/Sydney/DBAustralia/DeuBa@DBAPAC
2007/05/09 19:09

To "Dick Walker" <richard.h.walker@db.com>, janice.reznick@db.com, rachel.blanshard@db.com, jiana.leung@db.com, "Kiyoshi Murakami" <kiyoshi.murakami@db.com>, "Andrew Hume" <andrew.hume@db.com>, "Daiki Kajino" <daiki.kajino@db.com>, "Mr. Tomohiko (Tom) Kimura" <tomohiko.kimura@db.com>
cc
Subject Staff - Privileged & Confidential

PRIVILEGED & CONFIDENTIAL

Below are draft notes of the interview I had with Frank Forelle yesterday.

NEXT STEPS

I suggest for your condsideration that the next steps should be:

(a) we interview Sunil Madan. Tom Kimura has agreed to do that by telephone as soon as possible this week;

(b) when Deepak Moorjani returns to Tokyo from the US next week, we press him again to produce all evidence he has of any alleged violations or wrongdoing. In the two weeks since he was interviewed he has not produced any evidence;

(c) agree a letter to Mr Moorjani in response to his letter. I suggest that this letter be signed by David Hatt as President and CEO of DSI (the employer of Mr Moorjani). David Hatt has been briefed on this matter. I will draft the response letter for your review. Once agreed, that letter should be delivered to Mr Moorjani.

I also propose giving the draft notes of meeting to Frank Forelle to check for accuracy.